

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

FILED

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

APR 25 '97

11-30 AM

April 25, 1997

RECORDATION NO.

20654-ABC

FILED

APR 25 '97

11-30 AM

APR 25 11 28 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

(1) Memorandum of Lease Agreement (BNSF 1997-B), dated April 28, 1997, between Denver Locomotive Lease Co., Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"); and

(2) Memorandum of Trust Indenture and Security Agreement (BNSF 1997-B), dated April 28, 1997, between the Lessor, the Lessee, and First Security Bank, National Association, as indenture trustee (the "Indenture Trustee").

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNSF 1997-B), dated April 28, 1997, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 1997-B), dated April 28, 1997, between the Lessor and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1997-B) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 1997-B) are connected are the Memorandum of Lease Agreement (BNSF 1997-B) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1997-B), respectively, referred to above, which are being submitted for recording concurrently therewith.

County of Cook - Chicago

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The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

Lessor: Denver Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessor: Denver Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

Indenture Trustee: First Security Bank, National Association,  
as Indenture Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

CHAPMAN AND CUTLER

Lessor: Denver Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Lessor: Denver Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Second Floor  
Fort Worth, Texas 76131

Indenture Trustee: First Security Bank, National Association,  
as Indenture Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Trust Indenture Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of ninety-six dollars (\$96.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

Law Offices of  
CHAPMAN AND CUTLER

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1997-B) between Denver Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated April 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto.

(2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 1997-B) between Denver Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated April 28, 1997, covering the obligations of the Lessor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1997-B) between Denver Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, dated April 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto. The Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated April 28, 1997, which is filed concurrently herewith.

(4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 1997-B) between Denver Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake

CHAPMAN AND CUTLER

City, Utah 84111, dated April 28, 1997, covering the obligations of the Lessor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Exhibit attached thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessor and the Indenture Trustee, dated April 28, 1997, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/b  
Enclosures

## **EXHIBIT A**

### **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	7	BNSF 9793, through BNSF 9799, inclusive
New General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	17	BNSF 1082, through BNSF 1098, inclusive

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 <sup>APR 25 '97</sup> 11-30AM  
(BNSF 1997-B)

Memorandum of Lease Supplement No. 1, made and entered into on April 28, 1997 by and between Denver Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (BNSF 1997-B) (the "Lease Agreement"), dated as of April 28, 1997, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 1997-B), dated as of April 28, 1997, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DENVER LOCOMOTIVE LEASE CO., LTD.

By F. Jan Blaustein  
Name: F. Jan Blaustein  
Title: President

Executed on this 18th day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

Executed on this \_\_\_\_ day of April, 1997.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 1997-B)**

Memorandum of Lease Supplement No. 1, made and entered into on April 28, 1997 by and between Denver Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (BNSF 1997-B) (the "*Lease Agreement*"), dated as of April 28, 1997, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 1997-B), dated as of April 28, 1997, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DENVER LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President

Executed on this \_\_\_\_ day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

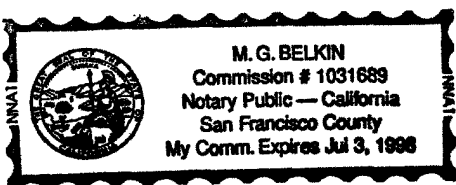
Executed on this 18<sup>th</sup> day of April, 1997.



STATE OF California )  
 ) SS.:  
COUNTY OF San Francisco )

On this, the 18th day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of Denver Locomotive Lease Co., Ltd., that said instrument was signed on April 18, 1997 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M.G. Belkin  
Name: M.G. Belkin  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April \_\_\_\_\_, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of Denver Locomotive Lease Co., Ltd., that said instrument was signed on April , 1997 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

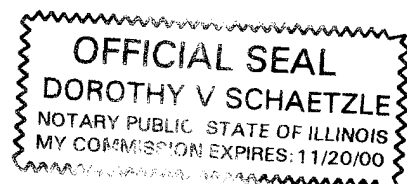
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 18<sup>th</sup> day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April 18, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dorothy V. Schaetzle  
Name:  
Notary Public  
My Commission Expires:  
Residing in Lake In The Hills, Ill



## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	7	BNSF 9793, through BNSF 9799, inclusive
New General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	17	BNSF 1082, through BNSF 1098, inclusive